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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	: Chapter 11
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DELPHI CORPORATION, et al.,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
----- X	

JOINT STIPULATION AND AGREED ORDER TO WITHDRAWAL WITHOUT  
PREJUDICE OF PROOFS OF CLAIM 13481, 13482, 13483, 13484,  
13485, 13489, AND 13490  
(ICX CORPORATION)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and ICX Corporation Cleveland, Ohio ("ICX") respectfully submit this Joint Stipulation And Agreed Order To Withdrawal Without Prejudice Of Proofs Of Claim 13481, 13482, 13483, 13484, 13485, 13489, And 13490 (ICX Corporation) (the "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS ICX filed proofs of claim numbers 13481, 13482, 13483, 13484, 13485, 13489, and 13490 (each a "Proof of Claim," and collectively the "Proofs of Claim") on July 31, 2006. Proof of Claim 13481 asserts a secured claim in the amount of \$6,969,292.86 against Delphi Automotive Systems LLC ("DAS LLC"). Proof of Claim 13482 asserts a secured claim in the amount of \$3,863,039.86 against DAS LLC. Proof of Claim 13483 asserts a secured claim in the amount of \$4,241,683.33 against DAS LLC. Proof of Claim 13484 asserts a secured claim in the amount of \$6,285,817.66 against DAS LLC. Proof of Claim 13485 asserts a secured claim in the amount of \$6,047,605.88 against DAS LLC. Proof of Claim 13489 asserts a secured claim in the amount of \$399,468.00 against Delphi. Finally, Proof of Claim 13490 asserts a secured claim in the amount of \$169,686.00 against Delphi.

WHEREAS the Proofs of Claim arise out of on-going equipment leases (the "Leases") entered into between ICX and the Debtors, which have not yet been assumed or rejected by the Debtors, and are protective in nature.

WHEREAS the Debtors objected to Proofs of Claim Numbers 13482, 13489, and

13490 pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS on November 22, 2006, ICX filed its Response To Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5726) (the "Response").

WHEREAS the Debtors have neither assumed nor rejected the Leases that form the bases of the Proofs of Claim.

WHEREAS ICX and the Debtors acknowledge and agree that the Proofs of Claim are protective in nature, and that pursuant to the Order Under 11 U.S.C. §§ 107(b), 501, 502, And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket No. 3206) (the "Bar Date Order"), ICX will have 30 calendar days after the effective date of a rejection of an executory contract or an unexpired lease to file a proof of claim asserting damages.<sup>1</sup>

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<sup>1</sup> The Bar Date Order provides:

Notwithstanding anything in this Order to the contrary, the holder of any Claim arising from the rejection of an  
(cont'd)

THEREFORE, the Debtors and ICX stipulate and agree as follows:

1. The Proofs of Claim 13481, 13482, 13483, 13484, 13485, 13489, and 13490 shall be withdrawn by ICX without prejudice to ICX's right to file a claim within 30 days of the rejection of any unexpired executory contracts or leases pursuant to paragraph 8 of the Bar Date Order.

2. This Stipulation hereby resolves ICX's Response to the Third Omnibus Claims Objection.

So Ordered in New York, New York, this 13th day of April, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

*(cont'd from previous page)*

executory contract or unexpired lease pursuant to section 365 of the Bankruptcy Code shall be required to file a Proof of Claim on account of such Claim against the Debtors on or before the later of (a) the General Bar Date or (b) 30 calendar days after the effective date of such rejection or such other date as fixed by the Court in an order authorizing such rejection (the "Rejection Bar Date," and together with the General Bar Date and the Amended Schedule Bar Date, the "Bar Dates").

Bar Date Order ¶ 8.

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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